DISCLOSURE RELATING TO A TRANSACTION OF GREATER IMPORTANCE WITH RELATED PARTIES

(drawn up pursuant to Article 5 and in compliance with the template in Annex 4 to the Regulation adopted by Consob with Resolution no. 17221 of 12 March 2010, and with Article 5 of the procedure governing transactions with related parties approved by the Board of Directors of TXT e-solutions S.p.A. on 8 November 2010)

PURCHASE AGREEMENT FOR A 92% INVESTMENT (CORRESPONDING TO 100% OF THE ORDINARY SHARES WITH VOTING RIGHTS) IN THE SHARE CAPITAL OF HSPI S.P.A.

This disclosure was made available to the public on 21 October 2020 at the registered office of TXT e-solutions S.p.A., on the company website www.txtgroup.com and in the eMarket storage mechanism at www.emarketstorage.com.

Contents

MAIN DEFINITIONS

The terms listed below will have the following meaning in this Disclosure:

Borsa Italiana	Borsa Italiana S.p.A., with registered office at Piazza degli Affari 6, Milan.
Related Parties Committee or Committee	The Committee for transactions with related parties, composed of independent TXT directors not associated with the Transaction, responsible - pursuant to Article 3, paragraph 2 of the Procedure - to issue a justified and non-binding opinion on the Company's interest in carrying out related party transactions, as well as on the convenience and substantial fairness of the related conditions.
Purchase Agreement	The purchase agreement governing the terms and conditions of the Transaction, signed on 19 October 2020 by TXT as one party, the buyer, and by the Sellers as the other party.
Disclosure	This Disclosure, drawn up pursuant to Article 5 of the Related Parties Procedure (as defined *below*).
HSPI	HSPI S.p.A., with registered office at Viale Aldo Moro 16, Bologna (BO), entered in the ordinary section of the Bologna Register of Companies under number 02355801206.
Laserline	Laserline S.p.A, with registered office at Via Gaetano De Castilla 7, 20871 Vimercate (MB), entered in the ordinary section of the Milan, Monza Brianza and Lodi Register of Companies under number 06839500151.
Transaction	The sale of the Investment to TXT by the Sellers.
Investment	The investment relating to 100% of the ordinary shares, corresponding to 92% of the share capital of HSPI. Note that the remaining 8% of HSPI share capital is held by a number of employees who hold a total of 17,600 shares assigned to them.
Closing	The closing of the Transaction on 19 October 2020, and therefore of the actions required to finalise the Transaction on the date of signing of the Purchase Agreement.
Related Parties Procedure or Procedure	The procedure governing transactions with related parties approved by the Company's Board of Directors on 8 November 2010.
Consob Regulations on transactions with related parties or CONSOB TRP Regulations	The Regulations containing provisions relating to transactions with related parties, adopted by Consob with Resolution no. 17221 of 12 March 2010 (the "*Regulations containing provisions*

	relating to transactions with related parties").
TXT or Company	TXT e-solutions S.p.A.
Sellers	Jointly refers to Laserline, Ambra Neri, Giorgio Toma, Sebastiano Manno and MFRBC S.r.l.

INTRODUCTION

This disclosure was drawn up by the Company pursuant to Article 5 and in compliance with the template in Annex 4 to the Consob TRP Regulations, as well as in accordance with Article 5 of the Procedure.

This Disclosure was drawn up in reference to the Transaction involving the sale to TXT by the Sellers of the Investment relating to 100% of the ordinary shares, corresponding to 92% of the share capital of HSPI, based on the provisions of the Purchase Agreement governing the terms and conditions of the Transaction.

The signing of the Purchase Agreement was approved by the TXT Board of Directors on 8 October 2020 subject to issue by the Related Parties Committee, on 14 September 2020, pursuant to Article 8, paragraph 1 of the Consob Regulations and Article 3, paragraph 2 of the Related Parties Procedure, of a justified and non-binding opinion in favour on the Company's interest in carrying out the Transaction, as well as on the convenience and substantial fairness of the related conditions (as explained in greater detail below). This opinion is attached herewith as Annex "**A**".

As explained in greater detail in later paragraphs of this Disclosure, the Transaction qualifies as a related party transaction in that Laserline, a company controlled - through 3,600,000 ordinary shares representing 60% of the share capital - by Enrico Magni, Chairman of the Board of Directors of TXT, is a majority shareholder of HSPI since it owns 117,392 ordinary HSPI shares, for a total nominal value of € 117,392.00 and representing 53.36% of the latter's share capital. In addition, Enrico Magni is also Chairman of the Boards of Directors of HSPI and Laserline.

Furthermore, Matteo Magni, a Director of TXT and son of Enrico Magni, is the Chief Executive Officer and Director of Laserline. Also note that the remaining 2,400,000 shares, representing 40% of Laserline share capital are held by Groupe Industriel Electronique Holding S.A., a company wholly owned by Enrico Magni.

The Transaction also qualifies as a transaction of "greater importance" with related parties pursuant to the provisions of Article 8, paragraph 1 of the Consob TRP Regulations and Article 2 of the Procedure. According to the latter provision, in fact, "Significant Transactions with Related Parties" are transactions that exceed the lesser between the amount of € 500,000.00 and 5% of one of the relevance indexes referred to in Annex 3 to the Consob TRP Regulations.

TXT has therefore arranged for this Disclosure to be drawn up and made available, in compliance with provisions of the Consob Regulations and the Procedure.

Also note that TXT meets the definition of a "smaller company" pursuant to Article 3, paragraph 1f) of the Consob TRP Regulations and, consequently, without prejudice to the reporting obligations indicated in Article 5 of the Consob TRP Regulations, it decided to exercise the option granted by Article 10, paragraph 1 of the aforementioned Consob TRP Regulations, adopting the procedure envisaged for transactions of "lesser importance" also for transactions of "greater importance".

This Disclosure was made available to the public on 20 October 2020 at the registered office of the Company, on the Company website www.txtgroup.com and in the eMarket storage mechanism at www.emarketstorage.com.

1. WARNINGS

1.1 Risks associated with potential conflicts of interest deriving from the Transaction

The Transaction qualifies as a related party transaction in that:

(i) Laserline, a majority shareholder of HSPI as it owns 117,392 ordinary HSPI shares, for a total nominal value of € 117,392.00 and representing 53.36% of the latter's share capital, is controlled directly by Enrico Magni through 3,600,000 ordinary shares representing 60% of the share capital and indirectly through 2,400,000 shares representing 40% of Laserline share capital held by Groupe Industriel Electronique Holding S.A., a company wholly owned by Enrico Magni;

(ii) Enrico Magni is also Chairman of the Boards of Directors of TXT, HSPI and Laserline.

(iii) Matteo Magni, a Director of TXT and son of Enrico Magni, is the Chief Executive Officer and Director of Laserline.

The Transaction also qualifies as a transaction of "greater importance" with related parties pursuant to the provisions of Article 8, paragraph 1 of the Consob Regulations and Article 2 of the Procedure, as explained in paragraph 2.5 below. Consequently, TXT implemented the controls and measures envisaged in the Consob Regulations and in the Procedure governing transactions of greater importance.

With regard to risks of potential conflicts of interest deriving from the Transaction, note that the Chairman of the Board of Directors Enrico Magni and the Director Matteo Magni are potentially in conflict of interest with the Company, in that the former is the controlling shareholder of Laserline and both are individuals who hold corporate offices also in Laserline. Also note that, given the integration between the TXT Group and HSPI, the Transaction could give rise to possible conflicts of interest and/or appointment incompatibility for a number of consultants of the TXT Group and of HSPI.

Except for the above points, given the characteristics of the Transaction and the effects associated with it and deriving from it, TXT considers it is not exposed to particular risks of potential conflict of interest other than those typically implicit in related party transactions, nor risks other than those typically implicit in transactions of a similar nature.

Moreover, it should be remembered that:

- on 10 September 2020, the independent expert Prof. Carlo Gotta issued his fairness opinion on the price of the Transaction, attached herewith as Annex "**B**" ("**Fairness Opinion**");

- on 14 September 2020, the Related Parties Committee expressed its unanimous opinion in favour of signing the Purchase Agreement, considering that the Transaction meets the requirements of current regulations on related party transactions, both in terms of the corporate interests of TXT in carrying out the transaction and in terms of the convenience and substantial fairness of the related conditions ("**Committee Opinion**"), attached herewith as Annex "**A**";

- on 8 October 2020, acknowledging the Committee Opinion and Fairness Opinion, the TXT Board of Directors resolved to approve the Transaction, considering its execution to be in TXT's corporate interest and having assessed the convenience and substantial fairness of the related conditions (see paragraph 2.8 of this Disclosure), with abstention of the Chairman of the Board of Directors Enrico Magni and the Director Matteo Magni, in compliance with applicable legal provisions and with Article 3, paragraph 6 of the Procedure, granting all due powers to the Chief Executive Officer Daniele Stefano Misani to finalise the Transaction, with the option of delegating powers to third parties and to appoint one or more special powers of attorney, including the power to negotiate, sign and conclude the Purchase Agreement.

2. INFORMATION RELATING TO THE TRANSACTION

2.1 Description of the characteristics, methods, terms and conditions of the Transaction

On 19 October 2020, as disclosed to the market by press release pursuant to Article 17 of Regulation (EU) 596/2014, TXT and the Sellers signed the Purchase Agreement governing the terms and conditions of the Transaction and took all action necessary to proceed to same-time finalisation of the Closing, specifically through finalisation of the notary deed of sale of the Investment.

The Transaction involves the sale to TXT by the Sellers (Laserline, Ambra Neri, Giorgio Toma, Sebastiano Manno and MFRBC S.r.l.) of 92% of the share capital of HSPI, corresponding to 100% of the ordinary shares with voting rights (as a whole the "**Investment**") and on the basis of provisions of the Purchase Agreement, as at the *Closing* date:

- Laserline transferred 117,392 ordinary HSPI shares to the Company, equivalent to an investment representing 53.36% of HSPI share capital;
- MFRBC S.r.l. transferred 4,048 ordinary HSPI shares to the Company, equivalent to an investment representing 1.84% of HSPI share capital;
- Sebastiano Manno transferred 26,986 ordinary HSPI shares to the Company, equivalent to an investment representing 12.26% of HSPI share capital;
- Ambra Neri transferred 26,987 ordinary HSPI shares to the Company, equivalent to an investment representing 12.27% of HSPI share capital;
- Giorgio Toma transferred 26,987 ordinary HSPI shares to the Company, equivalent to an investment representing 12.27% of HSPI share capital.

The **Price** for purchase of the Investment was agreed by the parties to be the algebraic sum of the following amounts:

- the amount of € 11,576,250 (*“***Provisional Price**”), of which € 9,061,000 in cash (“**Price in Cash**”) and € 2,515,250 in kind in the form of ordinary TXT shares (“**Price in Shares**”);
- an amount - which can be negative (and therefore due to the Buyer from the Sellers) or positive (due to the Sellers from the Buyer) - equal to the Closing NFP (defined as the value of HSPI's NFP recorded as at the last day immediately prior to the Closing date, i.e. 18 October 2020);
- an additional amount, potential and variable (the "**Restricted Shares Price Adjustment**").

The Purchase Agreement envisages the following Price payment methods.

The Price in Cash was paid with the following breakdown as at the Closing date: (i) € 6,745,750 to Laserline; (ii) € 771,760 to Ambra Neri; (iii) € 771,760 to Giorgio Toma; (iv) € 771,730 to Sebastiano Manno.

The Price in Shares was paid to MFRBC as at the Closing date and will be paid to Ambra Neri, Giorgio Toma and Sebastiano Manno within 30 business days of the date on which the value to be assigned to the Closing NFP becomes final and binding between the Company and the Sellers, in compliance with the verification procedure defined in the Purchase Agreement (“**Transfer Date of the Restricted TXT Shares**”) through the transfer of ordinary TXT shares, the number of which will be calculated on the basis of the conventional value of each TXT share, equal to the average price, weighted for the related quantities, of all trades of TXT shares concluded in the 90 stock market trading days prior to the Closing date (“**Average Value**”), for a total value of € 2,515,250 with the following breakdown: (i) a total value of € 200,000 to MFRBC; (ii) a total value of € 771,760 to Ambra Neri; (iii) a total value of € 771,760 to Giorgio Toma; (iv) a total value of € 771,730 to Sebastiano Manno. The TXT shares transferred to Ambra Neri, Giorgio Toma and Sebastiano Manno ("**HSPI Managers**") as payment of the Price in Shares will be deposited in a restricted securities account for a period of 3 years from the Closing date ("**Restricted TXT Shares**"), also in consideration of their agreed stability commitment to TXT.

The amount relating to the $_{\text{Closing}}$NFP will be calculated by TXT within 30 business days from the Closing date, and will be disclosed to the Sellers in a specific written communication. The Purchase Agreement includes a detailed verification procedure in this respect. The $_{\text{Closing}}$ NFP will be paid as at the Transfer Date of the Restricted TXT Shares, by the relevant payer, within 5 business days from the date on which the value assigned becomes final and binding in compliance with the verification procedure envisaged in the Purchase Agreement. Payment of the $_{\text{Closing}}$NFP - if positive (and therefore payable to the Sellers) - will be made by TXT (i) to Laserline by bank transfer to the current account it notifies in writing to TXT at least 5 business days prior to the Transfer Date of the Restricted TXT Shares, and (ii) to MFRBC and the HSPI Managers through the transfer of new TXT shares (the number of which will be determined by dividing the amount due to each of the aforementioned Sellers by the Average Value), without prejudice to the fact that the TXT shares due to the HSPI Managers will be transferred to a restricted securities account in addition to the Restricted TXT Shares, - if negative (and therefore payable to TXT) - will be paid by the Sellers by bank transfer to the current account TXT notifies in writing at least 5 business days prior to the Transfer Date of the Restricted TXT Shares or also payable in the form of TXT shares (the number of which will be determined by dividing the amount due from each Seller by the Average Value), without prejudice to the right of TXT to offset amounts due from the Sellers against that due from TXT to the Sellers in the form of Restricted TXT Shares.

The Restricted Shares Price Adjustment will be paid by the relevant payer(s) by 15 January 2023.

The Restricted Shares Price Adjustment involves a guarantee from TXT to the HSPI Managers of a revaluation of the Average Value of Restricted TXT Shares (as defined below) as at 31 December 2022 of 22.6%, and therefore a total maximum value of € 523,203 (“**Guaranteed Revaluation**”). If the actual revaluation of Restricted TXT Shares as at 31 December 2022 ("**Actual Revaluation**") is lower than the Guaranteed Revaluation, the difference between the Guaranteed Revaluation and Actual Revaluation will be paid by TXT in cash or in TXT shares to the HSPI Managers. If, instead, the Actual Revaluation is higher than the Guaranteed Revaluation, each Manager agrees to transfer back TXT shares for a total value of 50% of the value exceeding the Guaranteed Revaluation. It remains understood that, if the Actual Revaluation of Restricted TXT Shares is equal to the Guaranteed Revaluation, nothing will be due to any party as Restricted Shares Price Adjustment.

On the Transfer Date of the Restricted TXT Shares, the Restricted Shares will be transferred and an escrow agreement will be finalised, to be signed by TXT (i) with the HSPI Managers and the trustee ("**Shares Escrow Agreement**") with a 3-year duration from the Closing date, to govern the administration and release of the Restricted TXT Shares by the trustee identified by TXT. All costs and expenses relating to the Escrow Agreements will be borne by TXT. The balance of Restricted TXT Shares held in the restricted shares account will be released by the trustee to the HSPI Managers on the following due dates:

- 30% on the date of the first anniversary of the closing date;
- 30% on the date of the second anniversary of the closing date;
- 40% on the date of the third anniversary of the closing date.

The Purchase Agreement envisages statements and guarantees relating, for example, to the valid constitution and status of HSPI, the valid signing and execution of the Purchase Agreement - with limits of liability contractually envisaged as for similar transactions - as well as related indemnity obligations in favour of TXT.

In addition, any breach of the statements and guarantees provided by the sellers will give rise to indemnity obligations subject to limits of liability and restrictions in compliance with market practices.

2.2 Indication of the related parties with whom the Transaction was carried out, the nature of the relationship and, if such information has been provided to the administrative body, the nature and extent of such parties' interest in the Transaction

The Transaction qualifies as a related party transaction in that:

(i) Laserline, a majority shareholder of HSPI as it owns 117,392 ordinary HSPI shares, for a total nominal value of € 117,392.00 and representing 53.36% of the latter's share capital, is controlled directly by Enrico Magni through 3,600,000 ordinary shares representing 60% of the share capital and indirectly through 2,400,000 shares representing 40% of Laserline share capital held by Groupe Industriel Electronique Holding S.A., a company wholly owned by Enrico Magni;

(ii) Enrico Magni is also Chairman of the Boards of Directors of TXT, HSPI and Laserline.

(iii) Matteo Magni, a Director of TXT and son of Enrico Magni, is the Chief Executive Officer and Director of Laserline.

In particular, the Transaction qualifies as a transaction of "greater importance" with related parties pursuant to the provisions of Article 8, paragraph 1 of the Consob TRP Regulations and Article 2 of the Related Parties Procedure. According to the latter provision, in fact, "Significant Transactions with Related Parties" are transactions that exceed the lesser between the amount of € 500,000.00 and 5% of one of the relevance indexes referred to in Annex 3 to the Consob TRP Regulations, as explained in greater detail in paragraph 2.5 below.

In this respect, it should be remembered that the Company opted to apply the simplified procedure envisaged in Article 10, paragraph 1 of the Consob TRP Regulations which - without prejudice to the reporting obligations indicated in Article 5 of the Consob TRP Regulations - offer the option of applying the procedure indicated in Article 7 of the Consob TRP Regulations without distinction both to transactions of "greater importance" and of "lesser importance".

2.3 Indication of the economic justification and convenience to the Company of the Transaction

HSPI is a company leader in the field of IT governance and an Italian specialist in the digital transformation of major public and private Italian companies, with 2019 revenues of € 12 million, EBITDA margin of 15% and around 100 specialist consultants based in three operating centres.

With the acquisition of HSPI, the TXT Group continues to diversify and significantly increase the extent and depth of its technological and consulting services mix, inheriting a new broad and diversified client portfolio, which strengthens its presence on the Fintech and Industrial markets and guarantees its access to new sectors (Public Administration, Energy & Utilities). Thanks to HSPI, the TXT Group will acquire a leadership presence throughout Italy, with the addition of new operating centres including Bologna and, especially, Rome. The Transaction will further strengthen TXT Group know-how in key skills such as *Information Risk Management*, *Process Mining*, *blockchain*, *data science* and *advanced analytics*; it will add them to the services offered in the field of *cyber-security*, expected to expand strongly over the next few years, and in the public administration sector through an internal department structured for participation in tender procedures.

2.4 Transaction price calculation methods and assessments regarding its fairness compared to market values for similar transactions

As described in greater detail in previous paragraphs of this Disclosure, in accordance with the Purchase Agreement the Price for purchase of the Investment was agreed by the parties to be the algebraic sum of the following amounts:

- a Provisional Price of € 11,576,250, of which € 9,061,000 as the Price in Cash and € 2,515,250 in kind in the form of ordinary TXT shares as the Price in Shares;
- an amount - which can be negative (and therefore due to the Buyer from the Sellers) or positive (due to the Sellers from the Buyer) - equal to the $_{\text{Closing}}$ NFP (defined as the value of HSPI's NFP recorded as at the last day immediately prior to the closing date, i.e. 18 October 2020);
- an additional amount, potential and variable, as the Restricted Shares Price Adjustment which will be paid by the relevant payer(s) by 15 January 2023, guaranteeing a Guaranteed Revaluation to the HSPI Managers equal to a revaluation of the Average Value of Restricted TXT Shares as at 31 December 2022 of 22%, and therefore a total maximum value of € 523,203. If the Actual Revaluation of Restricted TXT Shares as at 31 December 2022 is lower than the Guaranteed Revaluation, the difference between the Guaranteed Revaluation and Actual Revaluation will be paid by TXT in cash or in TXT shares to the HSPI Managers. If, instead, the Actual Revaluation is higher than the Guaranteed Revaluation, each Manager agrees to transfer back TXT shares for a total value of 50% of the value exceeding the Guaranteed Revaluation. It remains understood that, if the Actual Revaluation of Restricted TXT Shares is equal to the Guaranteed Revaluation, nothing will be due to any party as Restricted Shares Price Adjustment.

To calculate the price, the TXT Board of Directors has adopted measurement methods commonly used for transactions of a similar nature and has taken into account the Fairness Opinion provided by the independent expert, Prof. Carlo Gotta, issued for the benefit of the Related Parties Committee, after being granted the related assignment on 28 July 2020.

In particular, the Fairness Opinion was prepared on the assumption that the price paid for potential acquisition of 100% of the ordinary HSPI shares with voting rights was quantified as around € 12 million (with price adjustment determined after closing which takes into account an amount equal to HSPI's net financial position at the Closing date, normally determined in compliance with accounting standards). The Fairness Opinion therefore related to the price for 92% of the share capital (with voting rights) of HSPI, determined as approximately € 12,000,000. The remaining 8% of the capital, held by a number of employee shareholders, totalling 17,600 shares in favour of employees, without voting rights but with the right to distribution of company profits actually realised and transferable at a nominal value of € 17,600, was considered negligible compared to the negotiated price and immaterial to calculation of the total enterprise value.

In his Fairness Opinion, the Expert deemed it appropriate to adopt a measurement approach based on the discounted operating cash flow method. The adopted approach was applied in its unlevered formula (or asset-side, in which the measurement process envisages determination of the enterprise value), in reference to the return flows on invested capital gross of the financial structure (i.e. cash flows available to shareholders and creditors). This approach is based on the discounting of cash flows that the company is assumed able to generate. It is therefore a forward-looking assessment (in that it uses the future cash flows that the company will be able to generate as reference). This implies the need to have accurate financial forecasts available which presume two aspects: (i) availability of budgets and multi-year plans; (ii) construction of cash flows associated with these forecasts, which must take into account not only economic dynamics (e.g., amortisation and depreciation, and non-monetary costs that allow transit from profit to cash flow), but also those relating to changes in fixed and working capital, post-employment benefits, capital contributions (or reimbursements) and loans obtained (or repaid).

The aforementioned Fairness Opinion also points out that the difficulty lies in the fact that financial forecasts can be reliable as regards the first year (or, optimistically, the first three). Beyond this time horizon the forecasts prove less reliable. For this reason, alongside the accurate definition of cash flows, the "terminal value" is also determined, i.e. the enterprise value component at the end of an explicit cash flow forecast. Obviously, the aforementioned terminal value can only be an approximation. Consequently, the risk associated with this approach becomes immediately clear.

In practice, in the unlevered formula, the company's economic value is determined by the sum of the following two components: (i) the enterprise value based on its capacity to generate cash flows over a given forecast horizon, i.e. the operating cash flows that the company can generate over a specific planning period, discounted at a rate equal to the weighted average cost of capital (WACC); (ii) the terminal value, i.e. the value that the company would have at the end of the forecast period, assuming that it can generate a normalised cash flow in perpetuity.

The time horizon considered, relating to the period 31 December 2020 - 31 December 2024, was defined in line with the economic and financial plan prepared by HSPI management on the basis of the 2015-2019 historic trend and the stand-alone 2020-2022 business plan (based on historic data, existing contracts, new market opportunities and forecasts made) assuming full operational and management independence. The forward-looking figures were prepared using the financial position as at 31 December 2019 as the starting point.

To conclude, based on the assessments carried out, the Expert considered the price of approximately € 12,000,000 for the Investment to be transferred, provisionally agreed by the parties, to be fair.

Opinion of the Related Parties Committee

As specified above, the Related Parties Committee opted for assistance from the Expert chosen after examining the various economic bids presented to the Related Parties Committee by several independent experts.

The independence of the Expert was verified by the Committee on the basis of declarations submitted in this respect and on the absence of economic, equity and financial relations between him and the Company or its directors or with TXT subsidiaries or directors of the latter.

The Fairness Opinion issued by the Expert is attached herewith as Annex "**B**". In relation to elements of the Expert's opinion that were made public, it is confirmed that such information was reproduced in a manner consistent with the contents of the opinion to which it refers and that, as far as the Issuer is aware, there were no omissions that could render the reproduced information inaccurate or misleading.

For further information on the procedure followed for approval of the Transaction, please refer to the description in paragraph 2.4 above and to the text of the Fairness Opinion.

2.5 Illustration of the economic, equity and financial effects of the Transaction and applicable relevance indexes

The rules envisaged in the Procedure governing Transactions of Greater Importance with Related Parties apply to the Transaction referred to in this Disclosure, in that the agreed price is an amount higher than € 500,000.00 and, pursuant to the provisions of Article 2 of the Procedure, "Significant Transactions with Related Parties" are deemed to be transactions exceeding the lesser of the total of € 500,000.00 and 5% of one of the relevance indexes stated in Annex 3 of the Consob TRP Regulations.

In this respect, also note that if the relevance index were applied for the total value of the Transaction, as referred to in paragraph 1.1.a) of Annex 3 to the Consob TRP Regulations, it would prove higher than 5% as, at 30 June 2020, the last trading day in the reference period for the most recent periodic financial report published:

- the capitalisation of the Company was € 87 million (higher than the consolidated shareholders' equity which, at that date was € 83 million); and therefore
- the ratio between the total value of the transaction (€ 12 million) and the capitalisation as at 30 June 2020 was around 14%.

Note that, in 2019, HSPI achieved revenues of approximately € 12 million, with EBITDA of € 1.8 million (15% of revenues).

It should be remembered that, as TXT meets the definition of a "smaller company" pursuant to Article 3, paragraph 1f) of the Consob TRP Regulations, without prejudice to the reporting obligations indicated in Article 5 of the Consob TRP Regulations, it decided to exercise the option granted by Article 10, paragraph 1 of the aforementioned Consob TRP Regulations, adopting the procedure envisaged for transactions of "lesser importance" also for transactions of "greater importance".

2.6 Impact of the transaction on remuneration of members of the Issuer’s administrative body

No changes are expected to the remuneration of members of the administrative body of TXT and/or of its subsidiaries as a result of the Transaction.

2.7 Interests of members of the administrative and control bodies, general managers and executives of the Issuer

Other than those already mentioned in paragraphs 1.1 and 2.2 of the Disclosure, no members of the Board of Directors, Board of Statutory Auditors, general managers or executives of the Company were involved as related parties.

Note that no financial instruments of the Company, held by members of the administrative and control bodies, general managers and executives of the Company, are directly involved in the Transaction.

2.8 Indication of the bodies or directors that conducted or participated in the negotiations and/or advised upon and/or approved the Transaction, specifying their respective roles with particular regard to independent directors.

As illustrated in the previous paragraphs of this Disclosure, for TXT the Transaction qualifies as a transaction of “greater importance” with related parties, and was therefore subject to the approval procedure prescribed by Article 3 of the Procedure, in compliance with provisions of the Consob TRP Regulations.

In particular, Article 3 of the Procedure envisages that the Transaction is subject to obtaining the justified and non-binding opinion of the Related Parties Committee on the Company’s interest in performing the Transaction, and on its convenience and substantial fairness of the related conditions.

To this end, in compliance with provisions of the Procedure, the Related Parties Committee was involved in the Transaction negotiations, by means of prompt reports in relation to the start-up of negotiations and submission of complete and suitable information on the Transaction, particularly regarding the nature of the relationships, main terms and conditions of the transaction, timing, underlying justification of the Transaction and any risks to the Company. In addition to complete and prompt information flows, for the purpose of assessing the Transaction, TXT guaranteed that support documentation was submitted to the Related Parties Committee. In particular, the Related Parties Committee received all requested clarification and explanations from Company management, readily and in a timely manner.

It should be remembered that, for the purpose of profiling the economic fairness of the Transaction, on 28 July 2020 the Committee decided to grant the assignment to Prof. Carlo Gotta, who issued his Fairness Opinion on 10 September 2020.

In the light of information received, on 14 September 2020 the Related Parties Committee - composed of independent directors not associated with the Transaction, Paola Generali, Stefania Saviolo and Valentina Cogliati - expressed its non-binding opinion confirming that it is in the interest of the Company to finalise the Purchase Agreement and therefore, in general, to carry out the Transaction, as well as confirming the convenience and substantial fairness of the related conditions, also in the presence of the Chairman of the Board of Statutory Auditors and Company management.

Again during the meeting of 14 September 2020, the Related Parties Committee unanimously approved the Committee Opinion, in which it expressed its opinion in favour of signing the Purchase Agreement, considering that the Transaction meets the requirements of current regulations on related party transactions, both in terms of the corporate interests of TXT in carrying out the transaction and in terms of the convenience and substantial fairness of the related conditions.

As required by Article 5 of the Consob TRP Regulations, the Committee Opinion is attached herewith as Annex "**A**".

On 8 October 2020, acknowledging the Committee Opinion unanimously agreed by its members and Fairness Opinion issued by the Expert, the TXT Board of Directors, considering finalisation of the Transaction and signing of the Purchase Agreement, as well as the convenience and substantial fairness of the Transaction conditions, with abstention of the Chairman of the Board of Directors Enrico Magni and the Director Matteo Magni, approved the Transaction and granted all due powers to Daniele Stefano Misani to arrange signing of the Purchase Agreement. All members of the Board attended the aforementioned meeting, except for the independent director Fabienne Schwalbe, as did all standing members of the Board of Statutory Auditors. The decision was adopted with vote in favour from all members of the Board of Directors, except the Chairman of the Board of Directors Enrico Magni and the Director Matteo Magni who, due to their indirect controlling interests in HSPI through Laserline and their offices held in the latter, abstained from voting on the Transaction in compliance with the provisions of Article 3.6 of the Procedure. At the Chairman's invitation, a number of financial/tax advisors were also present at the meeting.

On 19 October 2020, TXT and the sellers signed the Purchase Agreement and, at the same time, implemented all the actions envisaged for the Transaction Closing, in particular finalisation of the notary deed regarding the transfer of shares.

2.9 If the importance of the Transaction derives from the accumulation of multiple transactions carried out during the year with the same related party or with other parties associated with them or with the Company, the information indicated in the above points must be provided in reference to all the aforementioned transactions.

Note that the importance of the Transaction referred to in this Disclosure is not the result of the accumulation of multiple transactions carried out during the year with the same related parties or with other parties associated with them or with the Company.

Milan, 21 October 2020